



Consolidated Financial Statements of

**ANDLAUER HEALTHCARE
GROUP INC.**

For the years ended December 31, 2021 and 2020



KPMG LLP
Commerce Place
21 King Street West, Suite 700
Hamilton ON L8P 4W7
Canada
Telephone (905) 523-8200
Fax (905) 523-2222

INDEPENDENT AUDITORS' REPORT

To the Shareholders of Andlauer Healthcare Group Inc.

Opinion

We have audited the consolidated financial statements of Andlauer Healthcare Group Inc. (the "Entity"), which comprise:

- the consolidated balance sheets as at December 31, 2021 and December 31, 2020
- the consolidated statements of income and comprehensive income for the years ended December 31, 2021 and December 31, 2020
- the consolidated statements of changes in equity for the years ended December 31, 2021 and December 31, 2020
- the consolidated statements of cash flow for the years ended December 31, 2021 and December 31, 2020
- and notes to the consolidated financial statements, including a summary of significant accounting policies

(hereinafter referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Entity as at December 31, 2021 and December 31, 2020, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board (IASB).

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the "Auditors' Responsibilities for the Audit of the Financial Statements" section of our auditors' report.

We are independent of the Entity in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada and we have fulfilled our ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended December 31, 2021. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our auditors' report.

Assessment of the fair value of acquired customer relationships and brands

Description of the matter

We draw attention to Note 5 to the consolidated financial statements. The Entity acquired Skelton Canada Inc. ("Skelton"), Skelton USA Inc. ("Skelton USA") and T.F. Boyle Transportation, Inc. ("Boyle"). The Entity accounts for acquired businesses using the acquisition method of accounting by recording assets acquired and liabilities assumed at their respective fair values. As a result of the transactions, the Entity acquired intangible assets consisting of customer relationships of \$115,218 thousand and brands of \$37,297 thousand respectively. The determination of the acquisition-date fair value of the customer relationships required the Entity to make significant estimates and assumptions regarding (1) future revenue growth from existing customers, (2) future cost of sales and operating expenses, (3) forecasted attrition rate, (4) contributory asset charges, and (5) discount rate. The determination of the acquisition-date fair value of brands required the Entity to make significant estimates and assumptions regarding (1) future revenue growth applicable to brands, (2) royalty rate, (3) long-term growth rate used to determine terminal value, and (4) discount rate.

Why the matter is a key audit matter

We identified the assessment of the fair value of acquired customer relationships and brands as a key audit matter. This matter represented an area of significant risk of material misstatement due to the magnitude of the balances and the high degree of estimation uncertainty in determining the fair value of acquired customer relationships and brands. Significant auditor judgment and the involvement of those with specialized skills and knowledge were required in performing and evaluating the results of our procedures. This was due to the sensitivity of the fair value of the customer relationships and brands to minor changes in certain significant estimates.

How the matter was addressed in the audit

The primary procedures we performed to address this key audit matter included the following:

We evaluated the appropriateness of future revenue growth, future cost of sales and operating expenses by comparing to actual historical revenue growth, cost of sales and operating expenses generated by Skelton, Skelton USA and Boyle. We considered changes in conditions and events to assess the adjustments or lack of adjustments made in arriving at future revenue growth, future cost of sales and operating expenses.

We involved valuation professionals with specialized skills and knowledge who assisted in:

- evaluating the appropriateness of the forecasted attrition rate by comparing to actual historical customer attrition rates,



- evaluating the appropriateness of the contributory asset charges by comparing to independently developed contributory asset charges using a weighted-average-returns-analysis,
- evaluating the appropriateness of the discount rate by comparing against a discount rate range that was independently developed using publicly available market data for comparable entities based on its relative risk profile, leveragability, and liquidity,
- assessing the appropriateness of the royalty rates by comparing to external industry data, and
- evaluating the appropriateness of the long-term growth rate used to determine the terminal value that was independently developed using industry specific long-term growth rates.

Other Information

Management is responsible for the other information. Other information comprises:

- the information included in Management's Discussion and Analysis filed with the relevant Canadian Securities Commissions.
- the information, other than the financial statements and the auditors' report thereon, included in a document likely to be entitled "Annual Report".

Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit and remain alert for indications that the other information appears to be materially misstated.

We obtained the information included in Management's Discussion and Analysis filed with the relevant Canadian Securities Commissions as at the date of this auditors' report. If, based on the work that we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in the auditors' report.

We have nothing to report in this regard.

The information, other than the financial statements and the auditors' report thereon, included in a document likely to be entitled "Annual Report" is expected to be made available to us after the date of this auditors' report. If, based on the work we will perform on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards (IFRS), and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.



In preparing the financial statements, management is responsible for assessing the Entity's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Entity's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Entity to cease to continue as a going concern.



- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- Provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the consolidated entity to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- Determine, from the matters communicated with those charged with governance, those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our auditors' report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this auditors' report is John J. Pryke

A handwritten signature in black ink that reads 'KPMG LLP'. The signature is written in a cursive, slightly slanted style. Below the signature is a horizontal line that starts under the 'K' and ends under the 'P'.

Chartered Professional Accountants, Licensed Public Accountants

Hamilton, Canada

March 2, 2022

Andlauer Healthcare Group Inc.

Consolidated Balance Sheets

As at December 31, 2021 and December 31, 2020

(In thousands of Canadian dollars, except shares, share price and earnings per share)

		December 31, 2021	December 31, 2020
Assets	Note		
Current assets			
Cash and cash equivalents		\$ 24,990	\$ 30,148
Trade and other receivables	6	90,093	57,867
Inventories	7	2,331	1,228
Prepaid expenses and other		4,656	2,830
Due from related parties	21	108	381
		<u>122,178</u>	<u>92,454</u>
Non-current assets			
Long-term deposits and other		847	810
Property, plant and equipment	8	178,112	118,915
Goodwill and intangible assets	9	335,200	34,479
Deferred income taxes	17	7,832	6,139
		<u>522,819</u>	<u>252,147</u>
Total Assets		<u>\$ 644,169</u>	<u>\$ 252,797</u>
Liabilities and Equity			
Current liabilities			
Revolving credit facility	11	\$ 11,000	\$ -
Accounts payable and accrued liabilities	10	39,404	25,365
Current portion of lease liabilities	18	26,446	21,197
Income taxes payable		13,679	1,514
		<u>90,529</u>	<u>48,076</u>
Long-term liabilities			
Lease liabilities	18	100,517	83,749
Deferred income taxes	17	50,430	1,978
Due to related parties	21	1,286	-
Term facility	11	49,288	24,667
		<u>201,521</u>	<u>109,403</u>
Total Liabilities		<u>292,050</u>	<u>158,479</u>
Equity			
Common share capital	13	719,936	549,662
Contributed surplus	15	4,967	4,448
Accumulated other comprehensive income		4,899	-
Merger reserve	2	(488,916)	(488,916)
Retained earnings		111,233	29,133
		<u>352,119</u>	<u>94,327</u>
Commitments and contingencies	20		
Subsequent event	24		
Total Liabilities and Equity		<u>\$ 644,169</u>	<u>\$ 252,797</u>

See accompanying notes to the consolidated financial statements.

On behalf of the Board:

“Peter Jelley”
Director

“Thomas G. Wellner”
Director

Andlauer Healthcare Group Inc.

Consolidated Statements of Income and Comprehensive Income

For the years ended December 31, 2021 and 2020

(In thousands of Canadian dollars, except shares, share price and earnings per share)

	Note	December 31, 2021	December 31, 2020
Revenue	16	\$ 440,115	\$ 314,340
Operating Expenses			
Cost of transportation and services		201,784	131,392
Direct operating expenses		84,861	75,374
Selling, general and administrative expenses		37,051	28,613
Depreciation and amortization		42,716	28,022
		<u>366,412</u>	<u>263,401</u>
Operating Income		73,703	50,939
Gain on step acquisition of equity-accounted investee	5	37,921	-
Share of profit of equity-accounted investee, net of tax	5	2,469	-
Interest expense	19	(6,219)	(4,595)
Interest income		198	285
Other income (expenses)		368	(49)
		<u>108,440</u>	<u>46,580</u>
Income before income taxes		108,440	46,580
Current income tax expense	17	21,381	15,137
Deferred income tax recovery	17	(2,895)	(6,271)
		<u>18,486</u>	<u>8,866</u>
Net income		\$ 89,954	\$ 37,714
Net earnings per share			
Basic earnings per share	14	\$ 2.30	\$ 1.00
Diluted earnings per share	14	\$ 2.25	\$ 0.98
Other comprehensive income			
Net income		\$ 89,954	\$ 37,714
Foreign currency translation adjustment		4,899	-
Loss on hedge related to business combination	5	(2,010)	-
Other comprehensive income for the year		<u>2,889</u>	<u>-</u>
Total comprehensive income for the year		\$ 92,843	\$ 37,714

See accompanying notes to the consolidated financial statements.

Andlauer Healthcare Group Inc.
Consolidated Statements of Changes in Equity
For the years ended December 31, 2021 and 2020

(In thousands of Canadian dollars, except shares, share price and earnings per share)

	Number of shares (thousands) (note 13)	Share capital (note 13)	Accumulated other compre- hensive income	Merger reserve (note 2)	Contributed surplus (note 15)	Retained earnings	Total equity
Balance at December 31, 2020	37,603	\$ 549,662	\$ -	\$ (488,916)	\$ 4,448	\$ 29,133	\$ 94,327
Net income and comprehensive income for the year	-	-	2,889	-	-	89,954	92,843
Shares issued in connection with business combinations (note 5)	1,799	75,166	-	-	-	-	75,166
Net shares issued in connection with the new issue and secondary offering (note 13)	2,000	96,400	-	-	-	-	96,400
Transaction costs, net of tax (notes 5, 13, 17)	-	(3,285)	-	-	-	-	(3,285)
Share-based compensation (note 15)	267	1,993	-	-	519	-	2,512
Dividends (note 13)	-	-	-	-	-	(7,854)	(7,854)
Transfer of loss on hedge related to business combination (note 5)	-	-	2,010	-	-	-	2,010
Balance at December 31, 2021	41,669	\$ 719,936	\$ 4,899	\$ (488,916)	\$ 4,967	\$ 111,233	\$ 352,119
Balance at December 31, 2019	37,600	\$ 549,679	\$ -	\$ (488,916)	\$ 1,394	\$ (652)	\$ 61,505
Net income and comprehensive income for the year	-	-	-	-	-	37,714	37,714
Share-based compensation (note 15)	3	(17)	-	-	3,054	-	3,037
Dividends (note 13)	-	-	-	-	-	(7,929)	(7,929)
Balance at December 31, 2020	37,603	\$ 549,662	\$ -	\$ (488,916)	\$ 4,448	\$ 29,133	\$ 94,327

See accompanying notes to the consolidated financial statements.

Andlauer Healthcare Group Inc.
Consolidated Statements of Cash Flow
For the years ended December 31, 2021 and 2020

(In thousands of Canadian dollars, except shares, share price and earnings per share)

	Note	December 31, 2021	December 31, 2020
Operating activities			
Net income for the year		\$ 89,954	\$ 37,714
Changes not involving cash:			
Gain on step-acquisition of equity-accounted investee	5	(37,921)	-
Depreciation and amortization		42,716	28,022
Amortization of capitalized financing costs	11	242	112
Share-based compensation	15	1,861	3,037
Share of profit of equity-accounted investee, net of tax	5	(2,469)	-
Deferred income tax recovery	17	(3,795)	(6,271)
(Gain) loss on disposal of property, plant and equipment		(103)	18
Net gain on derecognition of right-of-use assets	18	(142)	(34)
		<u>90,343</u>	<u>62,598</u>
Changes in non-cash operating working capital:			
Trade and other receivables		(14,184)	(3,040)
Inventories		(472)	(157)
Accounts payable and accrued liabilities		4,449	(948)
Income taxes payable		4,076	(7,181)
Net change in other operating working capital balances		(121)	(269)
Cash flows from operating activities		<u>84,091</u>	<u>51,003</u>
Financing activities			
Dividends	13	(7,854)	(7,929)
Principal repayments on lease liabilities	18	(25,109)	(20,736)
Net change in related party balances		(2,293)	(477)
Loan to employee trust		-	13,875
Proceeds from revolving credit facility	11	50,000	-
Proceeds from term facility	11	25,000	-
Repayment of revolving credit facility	11	(39,000)	(3,929)
Net financing costs on credit facilities	11	(621)	-
Proceeds from issuance of share capital	13, 15	97,051	-
Transaction costs recorded in share capital	13	(3,285)	-
Cash flows from (used in) financing activities		<u>93,889</u>	<u>(19,196)</u>
Investing activities			
Purchase of property, plant and equipment		(8,026)	(4,966)
Proceeds on disposal of property, plant and equipment		258	1
Purchase of intangible assets	9	(1,642)	(473)
Acquisition of equity accounted investee	5	(7,648)	-
Business combinations, net of cash acquired	5	(166,324)	(14,933)
Cash flows used in investing activities		<u>(183,382)</u>	<u>(20,371)</u>
Net (decrease) increase in cash and cash equivalents		(5,402)	11,436
Effect of foreign currency translation on cash and cash equivalents		244	-
Cash and cash equivalents, beginning of year		<u>30,148</u>	<u>18,712</u>
Cash and cash equivalents, end of year		<u>\$ 24,990</u>	<u>\$ 30,148</u>

See accompanying notes to the consolidated financial statements.

Andlauer Healthcare Group Inc.

Notes to Consolidated Financial Statements

For the years ended December 31, 2021 and 2020

(In thousands of Canadian dollars, except shares, share price and earnings per share)

1. Reporting entity

Andlauer Healthcare Group Inc. (“AHG”, or the “Company”) was incorporated under the Ontario Business Corporations Act with its head office located at 100 Vaughan Valley Blvd. in Woodbridge, Ontario. AHG’s subordinate voting shares are listed on the Toronto Stock Exchange under the stock symbol “AND”. AHG specializes in third party logistics and transportation solutions for the healthcare sector in Canada and the United States.

In addition to the shares issued to the public, Andlauer Management Group Inc. (“AMG”) holds 23.6 million multiple voting shares and 10,200 subordinate voting shares of AHG, representing approximately 56.7% of the issued and outstanding shares and 83.9% of the voting power attached to all of the shares. AMG is owned and controlled by Michael Andlauer, Chief Executive Officer and a director of AHG.

2. Basis of presentation

a) Statement of compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and using the accounting policies described herein.

b) Basis of measurement

These consolidated financial statements were prepared on a going concern basis under the historical cost method except for share based compensation and business combinations, which were recorded at fair value. Significant accounting policies are presented in note 3 to these consolidated financial statements and have been consistently applied in each of the periods presented. These consolidated financial statements were authorized for issue by the Board of Directors effective March 2, 2022.

Common control transaction

These consolidated financial statements comprise the results of AHG and Associated Logistics Solutions Inc., Credo Canada Systems Inc., 2186940 Ontario Inc., Skelton Canada Inc., and their respective subsidiaries. Prior to the Company’s initial public offering (“IPO”) on December 11, 2019, certain of AHG’s subsidiaries (Associated Logistics Solutions Inc., Credo Canada Systems Inc., 2186940 Ontario Inc. and their respective subsidiaries at that time – collectively, the “AHG Entities”) were owned 100% by AMG. Pursuant to a share purchase agreement between AHG and AMG, and in connection with a corporate reorganization immediately prior to the IPO, AHG acquired a 100% ownership interest in the AHG Entities based on the value of consideration of \$577,625. Total net parent investment immediately prior to the IPO was \$88,709. A merger reserve of \$488,916 is recorded to reflect the difference in carrying value of the net assets acquired and the consideration paid since AHG and the AHG Entities were all related parties under common control of AMG at the time of the acquisition. Business combinations involving entities under common control are outside the scope of IFRS 3 Business Combinations. AHG accounted for this common control transaction using book value accounting, based on the book values recognized in the financial statements of the underlying entities.

Andlauer Healthcare Group Inc.
Notes to Consolidated Financial Statements
For the years ended December 31, 2021 and 2020

(In thousands of Canadian dollars, except shares, share price and earnings per share)

2. Basis of presentation (continued)

c) Basis of consolidation

(i) Business combinations

The Company accounts for acquired businesses using the acquisition method of accounting by recording assets acquired and liabilities assumed at their respective fair values. The Company measures goodwill as the fair value of the consideration transferred including the fair value of liabilities resulting from contingent consideration arrangements, less the net recognized amount of the identifiable assets acquired and liabilities assumed, all measured at fair value as of the acquisition date.

Transaction costs, other than those associated with the issue of debt or equity securities, that the Company incurs in connection with a business combination are expensed as incurred.

(ii) Subsidiaries

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries. The Company controls an entity when it is exposed to, or has the right to, variable returns from its involvement with the entity and has the ability to affect those through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. The accounting policies of subsidiaries are aligned with the policies adopted by the Company.

The Company's wholly-owned subsidiaries include:

Entity	Incorporation Jurisdiction
2040637 Ontario Inc.	Ontario
2186940 Ontario Inc.	Ontario
2721275 Ontario Limited	Ontario
Accuristix Healthcare Logistics Inc.	Ontario
Accuristix Inc.	Canada
Accuristix	Ontario
Associated Logistics Solutions Inc.	Ontario
ATS Andlauer Transportation Services GP Inc.	Canada
ATS Andlauer Transportation Services LP	Manitoba
Boyle Acquireco, Inc. ⁴	Delaware
Boyle Holdco, Inc. ⁴	Delaware
Concord Supply Chain Solutions Inc. ¹	Delaware
Credo Systems Canada Inc.	Ontario
McAllister Courier Inc. ²	Ontario
MEDDS Canada – A Medical Delivery Service Corporation ¹	Canada
MEDDS Winnipeg – A Medical Delivery Service Corporation	Manitoba
Nova Pack Ltd.	Ontario
Skelton Canada Inc. ³	Ontario
Skelton Truck Lines, Inc. ⁴	Delaware
Skelton U.S.A. Inc. ⁴	Ontario
T.F. Boyle Transportation, Inc. ⁴	Massachusetts
TDS Logistics Ltd. ²	Ontario

¹ Entity has been dormant throughout the entire reporting period.

² Acquired on October 1, 2020. Refer to note 5.

³ Acquired on March 1, 2021. Refer to note 5.

⁴ Acquired on November 1, 2021. Refer to note 5.

Andlauer Healthcare Group Inc.
Notes to Consolidated Financial Statements
For the years ended December 31, 2021 and 2020

(In thousands of Canadian dollars, except shares, share price and earnings per share)

2. Basis of presentation (continued)

c) Basis of consolidation (continued)

(iii) Transactions eliminated on consolidation

Intercompany balances and transactions, and any unrealized income and expenses arising from intercompany transactions, are eliminated in preparing the consolidated financial statements.

d) Functional and presentation currency

These consolidated financial statements are presented in Canadian dollars, which is the Company's functional currency. All financial information presented in Canadian dollars has been rounded to the nearest thousand. The functional currency of Canadian operations is the Canadian dollar and the functional currency of U.S. operations is the U.S. dollar.

e) Judgments and estimates

Preparing the consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates. In preparing these consolidated financial statements, significant judgments made by management in applying the accounting policies and the key sources of estimation uncertainty were the same as those applied to the consolidated financial statements for the year ended December 31, 2020. Information about significant judgments, assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are included in the following notes:

- Note 5 – Establishing the fair value of assets and liabilities, intangible assets and goodwill related to business combinations;
- Note 6 – Determining the expected credit losses related to trade accounts receivable;
- Note 8 – Estimating the useful life of the Company's property, plant and equipment and determining estimates and assumptions related to impairment tests for long-lived assets;
- Note 9 – Estimating the useful life of the Company's intangible assets and determining estimates and assumptions related to impairment tests for intangibles and goodwill;
- Note 15 – Determining the valuation of share-based compensation arrangements;
- Note 17 – Determining estimates and assumptions in measuring deferred tax assets and liabilities;
- Note 18 – Estimating the Company's incremental borrowing rate in connection with measuring lease liabilities; and
- Note 20 – Recognition and measurement of provisions and contingencies.

3. Significant accounting policies

Foreign currency translation

Transactions in foreign currencies are translated to the respective functional currencies of each entity at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated to the functional currency at the exchange rate in effect at the reporting date. The foreign currency gain or loss on monetary items is the difference between amortized cost in the functional currency at the beginning of the period, adjusted for effective interest and payments during the period, and the amortized cost in foreign currency translated at the exchange rate at the end of the reporting period. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated at the rate in effect on the transaction date. Income and expense items denominated in foreign currency are translated at the date of the transactions. Gains and losses are included in income or loss.

Andlauer Healthcare Group Inc.
Notes to Consolidated Financial Statements
For the years ended December 31, 2021 and 2020

(In thousands of Canadian dollars, except shares, share price and earnings per share)

3. Significant accounting policies (continued)

Foreign currency translation (continued)

In preparing the Company's consolidated financial statements, the financial statements of each foreign entity are translated into Canadian dollars. The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on business combinations, are translated to Canadian dollars at exchange rates as at the balance sheet date. Revenues and expenses of foreign operations are translated to Canadian dollars at exchange rates that approximate those on the date of the underlying transaction. Foreign exchange differences are recognized in other comprehensive income and accumulated in equity in accumulated other comprehensive income.

If the Company or any of its subsidiaries disposes of its entire interest in a foreign operation, or loses control, joint control, or significant influence over a foreign operation, the accumulated foreign currency translation gains or losses related to the foreign operation are recognized in net income.

Revenue

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to be entitled to receive in exchange for those products or services. A performance obligation is a promise in a contract to transfer a distinct good or service to the customer. A contract's transaction price is allocated to each distinct performance obligation and recognized as revenue when, or as, the performance obligation is satisfied. The following is a description of the Company's performance obligations for the transportation and logistics reportable segments.

a) Specialized Transportation

The Company's transportation segment generates revenue from providing specialized ground transportation, air freight forwarding and dedicated and last mile transportation services for its customers. Certain additional services may be provided to customers as part of their transportation contracts, such as temperature control and other incidental services. The transaction price is based on the consideration specified in the customer's contract. A contract exists when a customer under a transportation contract submits a shipment document for the transport of goods from origin to destination. The performance obligations within each contract are satisfied as the shipments move from origin to destination. Transportation revenue is recognized proportionally as a shipment moves from origin to destination and the related costs are recognized as incurred. Performance obligations are short-term, with transit days less than one week. Generally, customers are billed upon shipment of the freight, and remit payment according to approved payment terms.

b) Healthcare Logistics

The Company's healthcare logistics segment generates revenue from providing supply chain services for its customers, including logistics and distribution services and packaging solutions. The Company's contracts typically include a single performance obligation that is satisfied over time as customers simultaneously receive and consume the benefits of the Company's services. For this performance obligation, the Company recognizes revenue at the invoiced amount, which is billed on a fixed price per unit of logistics activities provided in the month, since this amount corresponds directly to the Company's performance and the value to the customer. In some cases, the Company's contracts include other performance obligations related to managing transportation and other customer services which are included in the logistics and distribution of products. These services are typically priced at their stand-alone selling prices and are recognized over time as the customer simultaneously receives and consumes the benefits of the Company's services. Contracts with customers that contain multiple performance obligations require the Company to allocate the contractual transaction price to the identified distinct performance obligations. The allocation of the transaction price requires management to determine the standalone selling price for each distinct performance obligation. These services are recognized as revenue when they are provided to the customer.

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3. Significant accounting policies (continued)

Revenue (continued)

b) Healthcare Logistics (continued)

Customers are typically billed on a weekly basis for transactional transportation services, and on a monthly basis for logistics and distribution services, and remit payment according to approved payment terms. Payment terms may range under certain contracts, but are typically 30 days. The Company recognizes unbilled revenue for transportation service revenue that has been recognized, but is not yet billed. The Company will also recognize deferred revenue when customers are billed in advance for transportation and logistics and distribution services.

Property, plant and equipment

Property, plant and equipment is accounted for at cost less accumulated depreciation and accumulated impairment losses.

Cost includes expenditures that are directly attributable to the acquisition of the asset, the costs of dismantling and removing the assets and restoring the site on which they are located and borrowing costs on qualifying assets.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized in net income or loss.

Depreciation is based on the cost of an asset less its residual value and is recognized in income or loss over the estimated useful life of each component of an item of property, plant and equipment. Leased assets are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Company will obtain ownership by the end of the lease term.

Depreciation is computed on either a declining balance basis or a straight-line basis over the estimated useful lives of the assets as follows:

Asset Method	Amortization
Facilities	Straight-line over the term of the lease
Furniture and fixtures	20-30% declining balance
Leasehold improvements	5-15 year straight-line subject to the shorter of remaining lease term or useful life
Logistics and transportation equipment storage	Primarily 20-30% declining balance, except for vaults – which are amortized straight line over 40 years and certain transportation equipment – which is amortized straight line over periods of 3-7 years

Property, plant and equipment acquired or constructed during the year but not placed into use during the year are not amortized until put into use.

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3. Significant accounting policies (continued)

Goodwill and intangible assets

Recognition and measurement

Goodwill arising on the acquisition of subsidiaries is measured at cost less accumulated impairment losses.

Intangible assets consist of customer relationships, brands, and internally generated software.

Customer relationships and brands that are acquired by the Company and have finite useful lives are measured at cost less accumulated amortization and any accumulated impairment losses.

For internally generated software, expenditure on research activities is recognized in profit or loss as incurred. Development expenditure is capitalized only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Company intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognized in profit or loss as incurred. Subsequent to initial recognition, development expenditure is measured at cost less accumulated amortization and any accumulated impairment losses.

Amortization

Goodwill is not amortized.

Customer relationships and brands are amortized on a straight-line basis over their estimated useful lives of between 5 and 10 years.

Internally generated software is amortized on a straight-line basis over 10 years. Internally generated software acquired or constructed during the year but not placed into use during the year is not amortized until placed into use.

Impairment

The carrying amounts of the Company's non-financial assets other than inventoried supplies and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For goodwill, the recoverable amount is estimated on December 31 of each year as part of the annual impairment test. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit", or "CGU").

For the purposes of goodwill impairment testing, goodwill acquired in a business combination is allocated to the group of CGUs (usually an operating segment of the Company), that is expected to benefit from the synergies of the combination. This allocation is subject to an operating segment ceiling test and reflects the lowest level at which that goodwill is monitored for internal reporting purposes. The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or group of assets.

An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses recognized in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the units, if any, and then to reduce the carrying amounts of the other assets in the unit (group of units) on a prorated basis.

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3. Significant accounting policies (continued)

Impairment (continued)

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized. Impairment losses and impairment reversals are recognized in income or loss.

Leases

At inception of a contract, the Company assesses whether a contract is, or contains a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- The contract involves the use of an identified asset – this may be specified explicitly or implicitly, and should be physically distinct or represents substantially all the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- The Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- The Company has the right to direct the use of the asset. The Company has the right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used. In rare cases where the decision about how and for what purpose the asset is used is predetermined, the Company has the right to direct the use of the asset if either:
 - the Company has the right to operate the asset; or
 - the Company designed the asset in a way that predetermines how and for what purpose it will be used.

At inception or on reassessment of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices. For the leases of land and buildings in which it is a lessee, the Company has elected to account for the lease and non-lease components separately.

a) For arrangements in which the Company is a lessee

The Company recognizes a right-of-use ("ROU") asset and a lease liability at the lease commencement date. The ROU asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The ROU asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the ROU asset or the end of the lease term. The estimated useful lives of ROU assets are determined by the estimated lease term. In addition, the ROU asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

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3. Significant accounting policies (continued)

Leases (continued)

a) For arrangements in which the Company is a lessee (continued)

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

The lease liability is measured at amortized cost using the effective interest method. It is re-measured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in

the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is re-measured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

b) Short-term leases and leases of low-value assets

The Company has elected not to recognize right-of-use assets and lease liabilities for short-term leases of machinery that have a lease term of 12 months or less and leases of low-value assets, including IT equipment. The Company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

c) For arrangements in which the Company is a lessor

When the Company acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

To classify each lease, the Company makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Company considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

If an arrangement contains lease and non-lease components, the Company applies IFRS 15 to allocate the consideration in the contract.

The Company recognizes lease payments received under operating leases as income on a straight-line basis over the lease term as part of 'other income'.

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3. Significant accounting policies (continued)

Income taxes

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in income or loss except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable income or loss, and differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted at the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable income will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Financial instruments

Financial assets

Trade and other receivables are initially recognized when they are originated. All other financial assets and financial liabilities are initially recognized when the Company becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is an account receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss ("FVTPL"), transaction costs that are directly attributable to its acquisition or issue. An account receivable without a significant financing component is initially measured at the transaction price.

The Company's financial assets are comprised of cash and cash equivalents, trade and other receivables, due from related parties, and long-term deposits. On initial recognition, the Company classifies these financial assets as measured at amortized cost, when both of the following conditions are met:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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3. Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

These financial assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

Impairment of financial assets

Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been decreased.

For accounts receivables, the Company applies a simplified approach in calculating expected credit losses ("ECLs"). Therefore, the Company does not track changes in credit risk but instead recognizes a loss allowance based on lifetime ECLs at each reporting date. The Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

When an account receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are offset against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

Financial liabilities are classified at amortized cost

The Company's financial liabilities are measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on derecognition is also recognized in profit or loss.

Transaction costs

Transaction costs that are incremental and directly attributable to the acquisition or issue of a financial asset or financial liability are recorded as follows:

- Financial assets or financial liabilities at fair value through profit and loss – expensed to net income as incurred;
- Financial assets or liabilities recorded at amortized cost – included in the carrying value of the financial asset or financial liability and amortized over the expected life of the financial instrument using the effective interest method; and
- Equity instruments recorded at fair value through other comprehensive income – included in the initial cost of the underlying asset.

Derivative contracts and hedge accounting

The Company, from time to time, uses foreign exchange contracts to manage certain exposures to fluctuations in foreign exchange rates as part of its overall risk management program. Earnings impacts from derivatives used to manage a particular risk are reported as part of other comprehensive income.

When the Company enters into a foreign exchange forward contract to manage foreign exchange rate risk in connection with a business combination, the hedge is considered a hedge of a non-financial item and is therefore recognized in other comprehensive income with a corresponding adjustment to goodwill when the business combination occurs.

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3. Significant accounting policies (continued)

Inventories

Inventories, which consist of repair parts, materials and supplies, are carried at the lower of cost and net realizable value. Cost is determined on a first-in, first-out basis and includes all costs of purchase and any other costs incurred in bringing the inventories to their present location and condition. Net realizable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

Provisions

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the unwinding of the discount is recognized as finance cost.

Segmented reporting

The Company is organized into two reportable segments: Specialized Transportation and Healthcare Logistics. In the Specialized Transportation segment, the Company provides specialized temperature controlled services to healthcare customers. The Company's transportation products include: ground transportation (comprising less-than-truckload and courier services), air freight forwarding, and dedicated and last mile delivery.

In the Healthcare Logistics segment, the Company provides contract logistics services for customers, including logistics and distribution (comprising warehousing and inventory management, order fulfillment, reverse logistics, and transportation management), and packaging (comprising reusable thermal packaging solutions and trade customization services).

Certain of the Company's operating units provide services to other Company operating units outside of their reportable segment. Billings for such services are based on negotiated rates, which approximates fair value, and are reflected as revenues of the billing segment. These rates are adjusted from time to time based on market conditions. Such intersegment revenues and expenses are eliminated in the Company's consolidated results. The Company's chief executive officer is the Chief Operating Decision Maker ("CODM") for the Company. The CODM regularly reviews financial information at the reporting segment level in order to make decisions about resources to be allocated to the segments and to assess their performance. Segment results that are reported

to the CODM include items directly attributable to a segment, as well as those that can be allocated on a reasonable basis. The Company evaluates performance based on the various financial measures of its two reporting segments.

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3. Significant accounting policies (continued)

Share-based compensation

The Company has an omnibus stock option plan and records all stock-based payments, including grants of employee stock options, at their respective fair values. The fair value of stock options granted to employees and directors is estimated at the date of grant using the Black Scholes option pricing model. The Company recognizes share-based compensation expense over the vesting period, over the life of the tranche of shares being considered. The Company also estimates forfeitures at the time of grant and revises its estimate, if necessary, in subsequent periods if actual forfeitures differ from these estimates. Any consideration paid by employees on exercising stock options and the corresponding portion previously credited to contributed surplus are credited to share capital. If a cashless exercise is undertaken, the employee or director will surrender a number of options in order to fund the cashless exercise and a further amount, representing the difference between the market price and the exercise price of the shares may be adjusted to share capital unless the Company chooses to sell the shares in the amount required to fund the cashless exercise. The Company's stock option plan is equity-settled.

The Black-Scholes option pricing model used by the Company to calculate option values was developed to estimate the fair value. This model also requires assumptions, including expected option life, volatility, risk-free interest rate and dividend yield, which greatly affect the calculated values.

Expected option life is determined using the time-to-vest-plus-historical-calculation-from-vest-date method that derives the expected life based on a combination of each tranche's time to vest plus the actual or expected life of an award based on the past activity or remaining time to expiry on outstanding awards. Expected forfeiture is derived from historical patterns. Expected volatility is determined using comparable companies for which the information is publicly available, adjusted for factors such as industry, stage of life cycle, size and financial leverage. The risk-free interest rate is determined based on the rate at the time of grant and cancellation for zero-coupon Canadian government securities with a remaining term equal to the expected life of the option. Dividend yield is based on the stock option's exercise price and expected annual dividend rate at the time of grant.

Government assistance

The Company recognizes government assistance when there is reasonable assurance that it will comply with the conditions required to qualify for the assistance, and that the assistance will be received. The Company recognizes government assistance as a reduction to the related expense that the assistance is intended to offset.

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4. Segment reporting

The Company is organized into operating segments, which aggregate into two reportable segments: Specialized Transportation and Healthcare Logistics. The operating segments are managed independently as they require different technology and capital resources. For each of the operating segments, the Company's CODM reviews internal management reports, evaluating the metrics as summarized in the tables that follow.

The Company evaluates performance based on the various financial measures of its operating segments. Performance is measured based on segment income or loss before tax. This measure is included in the internal management reports that are reviewed by the Company's CEO and refers to "Income before income taxes" in the consolidated statements of income and comprehensive income. Segment income or loss before tax is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within the same industries.

The following table identifies selected financial data as at December 31, 2021 and 2020 and for the years then ended:

	Specialized Transportation	Healthcare Logistics	Corporate	Eliminations	Total
As at December 31, 2021 and for the year then ended					
Revenue	\$ 343,344	\$ 135,327	\$ 3,780	\$ (42,336)	\$ 440,115
Segment income before tax	95,465	14,994	(2,019)	-	108,440
Interest income	(3,233)	122	3,309	-	198
Interest expense	(3,581)	(2,164)	(474)	-	(6,219)
Depreciation and amortization	(30,700)	(12,016)	-	-	(42,716)
Segment net income	80,889	11,031	(1,966)	-	89,954
Segment total assets	524,127	131,754	737,350	(749,062)	644,169
Additions of ROU assets	22,547	11,028	-	-	33,575
Additions of property, plant and equipment through business combinations ¹	54,010	-	-	-	54,010
Capital expenditures	5,410	2,616	-	-	8,026
Segment total liabilities	280,854	68,867	31,382	(89,053)	292,050
As at December 31, 2020 and for the year then ended					
Revenue	\$ 229,447	\$ 116,356	\$ 2,400	\$ (33,863)	\$ 314,340
Segment income before tax	40,275	10,574	(4,269)	-	46,580
Interest income	(612)	66	831	-	285
Interest expense	(2,059)	(1,871)	(665)	-	(4,595)
Depreciation and amortization	(16,845)	(11,177)	-	-	(28,022)
Segment net income	29,716	7,700	298	-	37,714
Segment total assets	129,614	113,358	572,141	(562,316)	252,797
Additions of ROU assets	15,911	20,861	-	-	36,772
Additions of property, plant and equipment through business combinations ¹	1,396	-	-	-	1,396
Capital expenditures	843	4,123	-	-	4,966
Segment total liabilities	119,512	61,502	28,076	(50,620)	158,470

¹ Includes \$17,798 of ROU assets acquired through business combinations

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4. Segment reporting (continued)

The Company's Healthcare Logistics segment purchases transportation services from its Specialized Transportation segment. Fees for these services are based on negotiated rates, which approximate fair value, and are reflected as revenues of the Specialized Transportation segment. Rates are adjusted from time to time based on market conditions. The Company also charges fees for services and costs incurred from its corporate office to subsidiaries. Intersegment revenues and expenses and related intersegment payables and receivables are eliminated in the Company's consolidated results.

The Company does not have any customers that individually represent more than 10% of revenue for the years ending December 31, 2021 and 2020.

5. Business combinations

On March 1, 2021, the Company acquired all of the issued and outstanding shares of Skelton Canada Inc. ("Skelton"), a leading transportation partner to the Canadian pharmaceutical and biologics industry for \$107,306, the estimated fair value of the business acquired. The acquisition was financed through a combination of cash on hand, drawing \$75,000 on its credit facilities and by issuing 757,576 subordinate voting shares comprising \$25,000 to the shareholders of Skelton. As part of the same transaction, the Company acquired a 49% interest in Skelton USA Inc. ("Skelton USA"), whose wholly-owned subsidiary, Skelton Truck Lines, Inc., operates domestically in the United States, for cash consideration of \$7,648. Management determined that it did not control Skelton USA until AHG acquired the remaining 51% of Skelton USA on November 1, 2021. Accordingly, between March 1, 2021 and November 1, 2021, the Company accounted for its investment in Skelton USA using the equity method of accounting.

Under the equity method of accounting, an equity investment is initially recorded at cost and is subsequently adjusted to reflect the investor's share of the net profit or loss of the associate. The Company's 49% share of total comprehensive income of Skelton USA for the period from March 1, 2021 to October 31, 2021 was \$2,469. The net book value of the Company's 49% interest in Skelton USA at November 1, 2021 was \$10,117.

On November 1, 2021 the Company acquired 100% of T.F. Boyle Transportation, Inc. ("Boyle") and 51% of Skelton USA, increasing AHG's aggregate ownership of Skelton USA to 100%. Boyle provides specialized transportation services to clients in the life sciences and government and defense sectors and Skelton USA specializes in the transportation of refrigerated healthcare products. The estimated fair value of Boyle was \$104,715 (US \$83,041). The estimated fair value for the remaining 51% of Skelton USA was \$50,000 before purchase consideration was reduced by \$5,237 for certain tax liabilities attributed to the selling shareholders absorbed by the Company. The Company used the net proceeds of the sale of subordinate voting shares by it under a new issue public offering (refer to note 13 and the Company's short form prospectus dated October 19, 2021), together with cash on hand, to pay the aggregate cash purchase price of \$99,312. The remaining purchase price of \$50,166 was settled by the issuance of 1,040,788 subordinate voting shares from treasury.

For the period from acquisition on March 1, 2021 to December 31, 2021, Skelton contributed revenue of \$33,562 and net income before amortization of intangible assets acquired of \$5,596 (\$2,336 net of intangible amortization) to the Company's financial results. For the period from acquisition on November 1, 2021 to December 31, 2021, Skelton USA and Boyle together contributed revenue of \$19,001 and net income before amortization of intangible assets acquired of \$3,283 (\$1,726 net of intangible amortization). If the Company had acquired Skelton, Skelton USA, and Boyle on January 1, 2021, management estimates that consolidated revenue would have been approximately \$525,300 and consolidated net income before amortization of intangible assets acquired would have been approximately \$109,000 (\$93,400 net of intangible amortization). In determining these amounts, management has assumed that the fair value adjustments that arose on the date of acquisitions would have been the same had the acquisition occurred on January 1, 2021.

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5. Business combination (continued)

AHG achieved its acquisition of Skelton USA in two steps (49% on March 1, 2021 and the remaining 51% on November 1, 2021). Accordingly, the Company remeasured its previously held equity interest in Skelton USA at its estimated fair value on November 1, 2021 resulting in a gain of \$37,921 being recognized from the step acquisition.

On October 5, 2021, when management announced definitive agreements to acquire Boyle, the Company entered into a foreign exchange forward contract to manage foreign exchange rate risk related to the Company's net investment in Boyle for which the U.S. dollar is the functional currency. The Company recognized a loss from the hedge of \$2,010 in other comprehensive income and as an adjustment to goodwill on

November 1, 2021 when the business combination occurred.

During the year ended December 31, 2021, transaction costs of \$1,809 (2020 – \$66) have been expensed in selling, general and administrative expenses in the consolidated statements of income and comprehensive income and \$104 (2020 – nil), net of deferred taxes, has been charged to share capital in relation to these acquisitions.

Effective October 1, 2020, the Company acquired all of the issued and outstanding shares of TDS Logistics Ltd. ("TDS") and McAllister Courier Inc. ("MCI"), two regionally focused temperature-controlled transportation businesses, in a single transaction with AMG for cash consideration of \$15,878, the estimated fair value of the businesses acquired. This related party transaction was accounted for as a business combination under IFRS 3.

The following table summarizes the acquisition date fair value of identifiable net assets and goodwill acquired. As of the reporting date, the Company has not completed the measurement of fair value attributable to the identifiable net assets and goodwill of Skelton USA and Boyle. Accordingly, the fair values for these acquisitions are measured on a provisional basis:

Identifiable assets acquired and liabilities assumed	Skelton (March 1, 2021)	Skelton USA (November 1, 2021)	Boyle (November 1, 2021)	TDS and MCI (October 1, 2020)
Cash and cash equivalents	\$ 5,662	\$ 1,371	\$ 8,261	\$ 945
Trade and other receivables	4,590	6,329	5,344	3,767
Inventories	451	175	-	-
Prepaid expenses and other	274	1,274	156	126
Property, plant and equipment, including ROU assets	27,840	5,381	20,789	1,396
Intangible assets	39,100	64,685	48,730	7,303
Accounts payable and accrued liabilities	(1,384)	(971)	(7,032)	(1,371)
Income taxes payable	(1,005)	(6,634)	-	-
Due to related parties	-	(3,758)	-	-
Lease liabilities	(7,121)	(3,277)	(2,994)	(599)
Deferred tax liabilities	(13,990)	(18,007)	(17,941)	(1,835)
Total identifiable net assets	54,417	46,568	55,313	9,732
Goodwill	52,889	46,233	49,402	6,146
Net book value of equity-accounted investee	-	(10,117)	-	-
Gain on step acquisition of equity-accounted investee	-	(37,921)	-	-
Total purchase consideration	\$ 107,306	\$ 44,763	\$ 104,715	\$ 15,878

Trade and other receivables comprise gross amounts due of \$16,263 (2020 - \$3,767), all of which were expected to be collectible at the acquisition dates.

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5. Business combination (continued)

When measuring the fair value of property, plant and equipment, the Company considers market prices for similar items when they are available, and depreciated replacement cost when appropriate. Depreciated replacement cost reflects adjustments for physical deterioration as well as functional and economic obsolescence.

The Company attributes value to the customer relationships maintained by Skelton, Skelton USA, and Boyle and to the brands of each acquired entity. For the year ended December 31, 2021, the Company recorded intangible assets of \$115,218 (2020 - \$7,303) in connection with customer relationships and \$37,297 (2020 – nil) in connection with the brands of its acquisitions. The determination of the acquisition-date fair value of the customer relationships required the Company to make significant estimates and assumptions regarding future revenue growth from existing customers, future cost of sales and operating expenses, forecasted attrition rate, contributory asset charges and discount rate. The determination of the acquisition-date fair value of brands required the Company to make significant estimates and assumptions regarding future revenue growth applicable to brands, royalty rate, long-term growth rate used to determine terminal value and discount rate. The customer relationships and brands are definite life intangible assets each of which will be amortized over 10 years (2020 – 5 years).

The goodwill is principally attributable to the premium of established business operations, each with a strong reputation in healthcare transportation, and the synergies expected to be achieved from integrating Skelton, Skelton USA, and Boyle into the Company’s existing business. Goodwill arising from the Company’s business combinations has been allocated to the Specialized Transportation segment.

Of the goodwill and intangible assets acquired through this business combinations, \$nil (2020 – \$nil) is deductible for tax purposes.

6. Trade and other receivables

	December 31, 2021	December 31, 2020
Trade receivables	\$ 90,739	\$ 58,096
Trade receivables due from related parties (note 21)	108	24
Impairment loss	(754)	(253)
Trade and other receivables	\$ 90,093	\$ 57,867

Estimates are used in determining the impairment loss related to trade receivables. These estimates are based on management’s best assessment of the ECL of the related receivable balance, which involves estimates around the cash flows that are expected to be received. There is no impairment loss recorded against trade receivables due from related parties.

7. Inventories

Inventories consist of:

	December 31, 2021	December 31, 2020
Packaging inventory	\$ 936	\$ 703
Thermal packaging products and parts	546	525
Transportation equipment parts and supplies	849	-
Inventories	\$ 2,331	\$ 1,228

In 2021, the Company purchased a total of \$8,876 in inventory (2020 - \$5,248) and \$7,773 was recognized as an expense (2020 - \$5,091) during the year and included in direct operating expenses.

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8. Property, plant and equipment

Reconciliation of the net carrying amounts for each class of property, plant and equipment is summarized below:

	Facilities ¹	Furniture and fixtures	Leasehold improvements	Logistics and transportation equipment ¹	Total
Cost					
Balance at December 31, 2019	\$ 96,816	\$ 7,807	\$ 16,405	\$ 85,082	\$ 206,110
Additions	28,724	256	1,550	11,208	41,738
Additions through business combinations (note 5)	-	29	398	969	1,396
Dispositions	(185)	-	-	(323)	(508)
Balance at December 31, 2020	125,355	8,092	18,353	96,936	248,736
Additions	26,144	331	866	14,260	41,601
Additions through business combinations (note 5)	8,449	236	2,184	43,141	54,010
Dispositions	(4,233)	-	-	(496)	(4,729)
Foreign currency adjustments	140	5	30	473	648
Balance at December 31, 2021	\$ 155,855	\$ 8,664	\$ 21,433	\$ 154,314	\$ 340,266
Accumulated depreciation					
Balance at December 31, 2019	\$ 40,531	\$ 5,993	\$ 7,277	\$ 48,983	\$ 102,784
Depreciation for the year	13,340	370	1,932	11,516	27,158
Dispositions	-	-	-	(121)	(121)
Balance at December 31, 2020	53,871	6,363	9,209	60,378	129,821
Depreciation for the year	15,527	406	2,148	17,487	35,568
Dispositions	(2,886)	-	-	(341)	(3,227)
Foreign currency adjustments	-	-	-	(8)	(8)
Balance at December 31, 2021	\$ 66,512	\$ 6,769	\$ 11,357	\$ 77,516	\$ 162,154
Net carrying amounts					
At December 31, 2020	\$ 71,484	\$ 1,729	\$ 9,144	\$ 36,558	\$ 118,915
At December 31, 2021	\$ 89,343	\$ 1,895	\$ 10,076	\$ 76,798	\$ 178,112

¹ Facilities and certain logistics and transportation equipment assets are ROU assets, capitalized in accordance with IFRS 16. Refer to note 18.

The Company has applied judgement in estimating the useful life of property, plant and equipment and to determine the lease terms for ROU lease contracts that include renewal options. The assessment of whether the Company is reasonably certain to exercise such options impacts the lease term, which significantly affects the amount of lease liabilities and ROU assets recognized. In applying such judgement, management relies on historical experience and other factors, including the current economic environment, which management believes is reasonable under the circumstances.

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9. Goodwill and intangible assets

	Goodwill	Customer relationships	Brand	Software	Total
Cost					
Balance at December 31, 2019	\$ 19,720	\$ 22,545	\$ -	\$ 5,553	\$ 47,818
Additions	-	-	-	473	473
Additions through business combinations (note 5)	6,146	7,303	-	-	13,449
Balance at December 31, 2020	25,866	29,848	-	6,026	61,740
Additions	-	-	-	1,642	1,642
Additions through business combinations (note 5)	148,524	115,218	37,297	-	301,039
Foreign currency adjustments	2,347	2,188	653	-	5,188
Balance at December 31, 2021	\$ 176,737	\$ 147,254	\$ 37,950	\$ 7,668	\$ 369,609
Accumulated amortization					
Balance at December 31, 2019	\$ -	\$ 22,545	\$ -	\$ 3,852	\$ 26,397
Amortization for the year	-	365	-	499	864
Balance at December 31, 2020	-	22,910	-	4,351	27,261
Amortization for the year	-	5,283	1,376	489	7,148
Foreign currency adjustments	-	-	-	-	-
Balance at December 31, 2021	\$ -	\$ 28,193	\$ 1,376	\$ 4,840	\$ 34,409
Net carrying amounts					
At December 31, 2020	\$ 25,866	\$ 6,938	\$ -	\$ 1,675	\$ 34,479
At December 31, 2021	\$ 176,737	\$ 119,061	\$ 36,574	\$ 2,828	\$ 335,200

The Company performs annual goodwill impairment testing. The Company assesses goodwill at the operating segment level, which is the lowest level within the Company at which goodwill is monitored for internal management purposes. The table below sets out goodwill allocated to operating segments:

Operating segment/reportable segment	December 31, 2021	December 31, 2020
Healthcare Logistics	\$ 19,720	\$ 19,720
Specialized Transportation	157,017	6,146
Total goodwill	\$ 176,737	\$ 25,866

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9. Goodwill and intangible assets (continued)

The results of the annual impairment testing determined that the recoverable amounts of each of the Healthcare Logistics operating segment and the Specialized Transportation segment exceeded their respective carrying amounts. The recoverable amount of the Company's operating segments was determined using the value in use methodology, which involves discounting estimated future cash flows. Management believes that discounting estimated future cash flows results in a reasonable valuation for each segment. In assessing value in use, the estimated future cash flows have been discounted to their present values using pre-tax discount rates of 12.1% (2020 – 12.0%) for the Healthcare Logistics segment and 13.1% (2020 – 13.0%) for the Specialized Transportation segment, which approximate the Company's weighted average cost of capital for each segment; and expected growth rates for the healthcare sector of between 3.0% and 5.0%. Management has determined that no impairment has arisen in connection with the CGUs that gave rise to goodwill through the business combinations. Accordingly, no impairment loss has been recognized in each of the years ended December 31, 2021 and 2020.

During the year ended December 31, 2021, the Company made acquisitions in which customer relationships and the brands of the acquired companies comprised significant value to AHG. In aggregate, \$115,218 was attributed to the customer relationships and \$37,297 was attributed to the brands of Skelton, Skelton USA, and Boyle. Management considers these identifiable intangible assets to have finite useful lives which are amortized on a straight-line basis over ten years (note 5).

The Company attributes value to an overlapping customer relationship among MCI, TDS and ATS; and certain ongoing customer relationships with MCI customers which were acquired through business combinations effective October 1, 2020. For the year ended December 31, 2020, customer relationships includes additions of \$7,303 in connection with identifiable intangible assets acquired during the year. These customer relationships intangibles are amortized on a straight-line basis over five years (note 5).

The Company performs an assessment for indicators of impairment for customer relationships, brands and software at each reporting period. If an indicator of impairment exists, the Company would perform an impairment test to determine the recoverable amount. No such indicators of impairment were identified at any of the reporting periods covered by these financial statements.

10. Accounts payable and accrued liabilities

	December 31, 2021	December 31, 2020
Trade payables and accrued liabilities	\$ 36,935	\$ 24,238
Trade payables due to related parties (note 21)	652	86
Deferred revenue (note 16)	1,817	1,041
Accounts payable and accrued liabilities	\$ 39,404	\$ 25,365

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11. Credit facilities

	December 31, 2021	December 31, 2020
Revolving credit facility	\$ 11,000	\$ -
Term facility	50,000	25,000
	61,000	25,000
Less: capitalized financing costs	(712)	(333)
Credit facilities	\$ 60,288	\$ 24,667

Recorded in the consolidated balance sheets as follows:

	December 31, 2021	December 31, 2020
Revolving credit facility	\$ 11,000	\$ -
Term facility	49,288	24,667
Credit facilities	\$ 60,288	\$ 24,667

The movement in credit facilities is as follows:

	December 31, 2021	December 31, 2020
Opening balance	\$ 24,667	\$ 28,484
Changes from financing cash flows		
Issuance of borrowings – revolving credit facility	50,000	-
Issuance of borrowings – term facility	25,000	-
	99,667	28,484
Less: capitalized financing costs	(621)	-
	99,046	28,484
Repayment of revolving credit facility	(39,000)	(3,929)
	60,046	24,555
Non-cash movements		
Amortization of capitalized financing costs	242	112
Ending balance	\$ 60,288	\$ 24,667

The Company is party to credit facilities with a syndicate of lenders. On February 19, 2021, in connection with the anticipated acquisitions of Skelton and Skelton USA, the credit facilities were amended to increase the amounts available to be drawn under the revolving credit facility and the term facility each by \$25,000. The amended credit facilities comprise a revolving credit facility in the aggregate principal amount of up to \$100,000 and a term facility in the aggregate principal amount of up to \$50,000. The remaining terms and conditions of the credit facilities were unchanged, except that they will mature and be due and payable on March 1, 2025. There is no repayment schedule for either the revolving credit facility or the term facility, except at maturity; however, the Company classifies the revolving credit facility in current liabilities because of its intention to reduce drawn amounts with cash flow from operations within twelve months. Financing costs of \$621, which apply to the credit facilities in aggregate, were capitalized in the term facility in connection with the amendment.

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11. Credit facilities (continued)

The credit facilities are available to be drawn in Canadian dollars by way of prime rate loans, bankers' acceptances and letters of credit, and in U.S. dollars by way of base rate loans, LIBOR based loans and letters of credit, in each case, plus the applicable margin in effect from time to time. At December 31, 2021, the credit facilities comprise bankers' acceptances drawn at an interest rate of 1.9% (December 31, 2020 – 1.9%).

The credit facilities are guaranteed by each of the Company's material subsidiaries and are secured by (i) a first priority lien over all personal property of the Company, subject to certain exclusions and permitted liens, (ii) charges over certain material leased real property interests, and (iii) a first ranking pledge of 100% of the securities of any subsidiary owned by the Company.

The credit facilities are subject to customary negative covenants and include financial covenants requiring the Company to maintain at all times a maximum net leverage ratio and a minimum interest coverage ratio, tested on a quarterly basis. At December 31, 2021 and 2020, the Company was in compliance with all of its covenants under the credit facilities.

Amounts recognized in the consolidated statements of income and comprehensive income in connection with interest expense on the credit facilities for the year ended December 31, 2021 was \$1,381 (2020 – \$665).

12. Financial instruments and financial risk management

Accounting classifications and fair values

The Company's financial instruments consist of cash and cash equivalents, trade and other receivables, long-term deposits, accounts payable and accrued liabilities and its credit facilities (refer to note 11). The Company believes that the carrying amount of each of these items, other than the credit facilities, is a reasonable approximation of fair value given the short-term nature of the financial instruments.

As the credit facilities bear interest at a floating rate subject to fluctuations in the bank prime rate the carrying value of the debt approximates fair value.

Financial risk factors

The Company, through its financial assets and liabilities, has exposure to the following risks from its use of financial instruments: credit risk, liquidity risk, interest rate risk, and currency risk. Senior management monitors risk levels and reviews risk management activities as they determine to be necessary.

Credit risk

The Company is exposed to credit risk in the event of non-performance by counterparties in connection with its financial assets, namely cash and cash equivalents, trade and other receivables and long-term deposits. The Company does not typically obtain collateral or other security to support the trade and other receivables subject to credit risk but mitigates this risk by performing credit check procedures for new customers and monitoring credit limits for existing customers. Thereby, the Company deals only with what management believes to be financially sound counterparties and, accordingly, does not anticipate significant loss for non-performance.

The maximum exposure to credit risk for cash and cash equivalents, trade and other receivables and long-term deposits approximate the amount recorded on the consolidated balance sheets.

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12. Financial instruments and financial risk management (continued)

Credit risk (continued)

Trade and other receivables aging is set out below:

	December 31, 2021	December 31, 2020
Current (not past due)	\$ 59,742	\$ 36,924
0-30 days past due	21,213	12,394
31-60 days past due	4,476	3,975
More than 61 days past due	2,232	2,192
Gross	87,663	55,485
Unbilled revenue	3,184	2,635
Impairment loss (note 6)	(754)	(253)
Trade and other receivables, net	\$ 90,093	\$ 57,867

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company's exposure to liquidity risk is dependent on the collection of trade and other receivables, or raising of funds to meet commitments and sustain operations. The Company controls liquidity risk by management of working capital, cash flows and the availability of borrowing facilities.

As of December 31, 2021, \$11,000 (2020 - \$nil) has been drawn on the \$100,000 revolving credit facility, and \$50,000 (2020 - \$25,000) has been drawn on the \$50,000 term facility. There is no repayment schedule for the term facility except at maturity. The credit facilities are repayable in full on March 1, 2025.

The Company's accounts payable and accrued liabilities are due and payable in the short-term.

Interest rate risk

The Company has a revolving and term credit facilities that bear interest at a floating rate subject to fluctuations in the bank prime rate. Changes in the bank prime lending rate can cause fluctuations in interest payments and cash flows. The Company does not use derivative financial instruments to mitigate the effect of this risk. The facilities under this agreement are available to be drawn in Canadian dollars by way of prime rate loans, bankers' acceptances and letters of credit, and in U.S. dollars by way of base rate loans, LIBOR based loans and letters of credit, in each case, plus the applicable margin in effect from time to time. At December 31, 2021, the credit facilities comprises bankers' acceptances drawn at an interest rate of 1.9% (2020 - 1.9%).

During the year, there has been no exposure to significant interest rate fluctuations.

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12. Financial instruments and financial risk management (continued)

Currency risk

The Company enters into foreign currency purchase and sale transactions and has assets and liabilities that are denominated in foreign currencies and thus are exposed to the financial risk of earnings fluctuations arising from changes in foreign exchange rates and the degree of volatility of these rates. The Company uses derivative instruments to reduce its exposure to foreign currency risk on an exceptional basis, such as in connection with the Boyle Transportation acquisition detailed in note 5.

Excluding its foreign subsidiaries, the Company has the following US dollar foreign currency denominated balances at December 31, 2021 and 2020:

Currency risk	December 31, 2021	December 31, 2020
Cash	\$ 8,575	\$ 473
Trade and other receivables	12,461	88
Accounts payable and accrued liabilities	3,023	169

13. Share capital

The Company is authorized to issue an unlimited number of subordinate voting common shares, an unlimited number of multiple voting common shares, and an unlimited number of preferred shares, issuable in series. The subordinate voting shares and multiple voting shares rank *pari passu* with respect to the payment of dividends, return of capital and distribution of assets in the event of liquidation, dissolution, or wind-up. Holders of multiple voting shares are entitled to four votes per multiple voting share, and holders of subordinate voting shares are entitled to one vote per subordinate voting share on all matters upon which holders of shares are entitled to vote.

On October 26, 2021 the Company, together with the Company's parent, AMG, completed a new issue from treasury of 2.0 million subordinate voting shares and secondary offering of 1.5 million multiple voting shares (which converted to subordinate voting shares at the time of the sale by AMG), on a bought deal basis, at a purchase price of \$48.20 per subordinate voting share for aggregate gross proceeds of \$96,400 to the Company and \$72,300 to AMG. The proceeds of the treasury offering were used to pay the cash portion of the purchase price payable in connection with the acquisitions of Boyle and Skelton USA. Please refer to the Company's short form prospectus dated October 19, 2021.

Transaction costs of \$3,181, net of deferred taxes, were incurred in connection with the new issue and have been offset against the proceeds of the subordinate voting shares. Transaction costs of \$104, net of deferred taxes, have been offset against subordinate voting shares in connection with acquisitions made during the year ended December 31, 2021 (note 5).

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13. Share capital (continued)

As of December 31, 2021, all of the multiple voting shares and 10,200 subordinate voting shares are owned by AMG. The following table summarizes the number of common shares issued (refer to note 24 for further details on subsequent event):

	Number of common shares (in thousands)			Share capital (in thousands of dollars)		
	Multiple voting common shares	Subordinate voting common shares	Total common shares	Multiple voting common shares	Subordinate voting common shares	Total share capital
Balance at December 31, 2020	25,100	12,503	37,603	\$ 376,500	\$ 173,162	\$ 549,662
Shares issued in connection with business combination (note 5)	-	1,799	1,799	-	75,166	75,166
Shares issued in connection with the secondary offering	-	2,000	2,000	-	96,400	96,400
Shares converted in connection with the secondary offering	(1,500)	1,500	-	(22,500)	22,500	-
Transaction costs, net of tax	-	-	-	-	(3,285)	(3,285)
Shares issued in connection with the exercise of options (note 15)	-	267	267	-	1,993	1,993
Balance at December 31, 2021	23,600	18,069	41,669	\$ 354,000	\$365,936	\$719,936
Balance at December 31, 2019	25,100	12,500	37,600	\$ 376,500	\$ 173,179	\$ 549,679
Shares issued in connection with the exercise of options	-	3	3	-	(17)	(17)
Balance at December 31, 2020	25,100	12,503	37,603	\$ 376,500	\$ 173,162	\$ 549,662

Dividends to subordinate voting and multiple voting shareholders

During the year ended December 31, 2021, the Company declared total dividends of \$7,854, or \$0.20 per common share (2020 – \$7,929, or \$0.21 per common share), on subordinate voting and multiple voting shares. Included in accounts payable and accrued liabilities as at December 31, 2021 is \$2,083, or \$0.05 per common share (December 31, 2020 – \$1,880, or \$0.05 per common share) for dividends payable on January 17, 2022 and January 15, 2021 respectively, to common shareholders of record on December 31, 2021 and 2020 respectively.

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14. Earnings per share

Basic earnings per share

The basic earnings per share and the weighted average number of common shares outstanding have been calculated as follows:

(in thousands of dollars and number of shares)	December 31, 2021	December 31, 2020
Net income	\$ 89,954	\$ 37,714
Weighted average number of common shares	39,036	37,600
Earnings per share – basic	\$ 2.30	\$ 1.00

Diluted earnings per share

The basic earnings per share and the weighted average number of common shares outstanding after adjustment for the effects of all dilutive common shares have been calculated as follows:

(in thousands of dollars and number of shares)	December 31, 2021	December 31, 2020
Net income	\$ 89,954	\$ 37,714
Weighted average number of common shares	39,036	37,600
Dilutive effects:		
Stock options	928	853
Deferred share units	29	23
Weighted average number of diluted common shares	39,993	38,476
Earnings per share – diluted	\$ 2.25	\$ 0.98

15. Share-based payment arrangements

Stock option plan (equity settled)

The Company offers a stock option plan for the benefit of certain of its employees. Each stock option entitles its holder to receive one subordinate voting common share upon exercise. The exercise price payable for each option is determined by the Board of Directors at the date of grant. The options vest in equal installments over four years and the expense is recognized following the treasury method as each installment is fair valued separately and recorded over the respective vesting periods.

On December 11, 2019 the Board of Directors approved a grant of 1.65 million options, of which 373 thousand options were exercised during the year ended December 31, 2021 (December 31, 2020 – 6 thousand). Of the options outstanding at December 31, 2021, a total of 667 thousand (December 31, 2020 - 700 thousand) are held by non-executive directors; 225 thousand (December 31, 2020 – 400 thousand) are held by executive officers; with the remaining 310 thousand (December 31, 2020 – 544 thousand) held by management personnel. During the year ended December 31, 2021, 69 thousand (December 31, 2020 – nil) options were forfeited due to employee retirements.

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15. Share-based payment arrangements (continued)

Stock option plan (equity-settled) (continued)

Estimating fair value for share-based payment arrangements requires determining the most appropriate valuation model for a grant of equity instruments, which is dependent on the terms and conditions of the grant. The Company is also required to determine the most appropriate inputs to the valuation model, including estimates and assumptions with respect to expected life, risk-free interest rate, volatility, distribution yield, and forfeiture rate.

The fair value of the stock options granted was estimated using the Black-Scholes option pricing model using the following weighted average assumptions:

	December 11, 2019
Exercise price	\$ 15.00
Average expected option life	7 years
Risk-free interest rate	1.59%
Expected stock price volatility	24.77%
Average dividend yield	1.33%
Weighted average fair value per option of options granted	\$ 3.60

The table below summarizes the changes in the outstanding stock options:

(in thousands of options and in dollars)	<u>December 31, 2021</u>		<u>December 31, 2020</u>	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Opening balance	1,644	\$ 15.00	1,650	\$ 15.00
Exercised	(373)	15.00	(6)	\$ 15.00
Forfeited	(69)	15.00	-	-
Ending balance	1,202	\$ 15.00	1,644	\$ 15.00
Options exercisable	615	\$ 15.00	669	\$ 15.00

The Company recognized compensation expense of \$1,232 for the year ended December 31, 2021 (2020 – \$2,371), with corresponding increases to contributed surplus in connection with the vesting of options issued at the time of the initial public offering.

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15. Share-based payment arrangements (continued)

Stock option plan (equity settled) (continued)

During the year ended December 31, 2021, 373 thousand options were exercised. A total of 334 thousand options were exercised on a cashless basis and 39 thousand were exercised on a cash basis resulting in 267 thousand subordinate voting common shares being issued from treasury and in the surrender of 109 thousand options used to fund the cashless option exercise. The cash-based exercise resulted in proceeds of \$589 and a corresponding increase in share capital. The volume weighted average price used to calculate the cashless exercises in accordance with the Company's Omnibus Equity Incentive Plan ranged between \$40.95 and \$54.53 per share at the time of exercises resulting in a \$1,286 increase in share capital after the proceeds from the sale of 28 thousand shares on behalf of employees were used to fund their withholding taxes. When options are exercised, the option value that was originally recognized is transferred from contributed surplus to share capital. The transfer of the option value of the options exercised resulted in a \$1,342 reduction to contributed surplus at \$3.60 per share.

Director deferred share units ("DSUs") program (equity settled)

Each non-executive director receives at least 50% of his or her annual director retainer in DSUs. DSUs vest when granted but are not redeemable for settlement until the director ceases to be a member of the Board. The number of DSUs issued is calculated for each director as the director's quarterly retainer divided by the volume weighted average trading price on the TSX for the five trading days prior to such issuance. For the year ended December 31, 2021, the Company recognized a compensation expense of \$629, with corresponding increases to contributed surplus (December 31, 2020 – \$707).

The table below summarizes the changes in the outstanding DSUs:

(thousands of DSUs)	December 31, 2021	December 31, 2020
Opening balance	23	-
Granted	14	23
Outstanding at December 31	37	23

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16. Revenue

a) **Revenue streams**

The Company generates revenue primarily from the provision of supply chain transportation and logistics services to its customers. The Company's contracts are typically satisfied over a short period of time. Consequently, the Company applies the practical expedient and does not disclose information related to its remaining performance obligations.

b) **Disaggregation of revenue from contracts with customers**

In the following table, revenue from contracts with customers is disaggregated by major products and service lines. The table also includes a reconciliation of the disaggregated revenue with the Company's reportable segments (note 4), and revenue disaggregated by primary geographical markets. All of the revenue generated in the United States comprises ground transportation revenue.

Major products/service lines	December 31, 2021	December 31, 2020
Logistics and distribution	\$ 115,255	\$ 96,976
Packaging solutions	20,072	19,380
Healthcare Logistics segment	135,327	116,356
Ground transportation	261,870	177,170
Air freight forwarding	29,214	22,482
Dedicated and last mile delivery	52,260	29,795
Intersegment revenue	(38,556)	(31,463)
Specialized Transportation segment	304,788	197,984
Total revenue	\$ 440,115	\$ 314,340

Primary geographical markets	December 31, 2021	December 31, 2020
Canada	\$ 421,114	\$ 314,340
United States	19,001	-
Total revenue	\$ 440,115	\$ 314,340

c) **Deferred revenue**

One of the Company's specialized transportation operating segments bills customers for transportation services based on the pick-up date. When shipments remain in transit at the end of a period, the Company defers revenue until the shipments are delivered. The Company does not regularly bill customers in advance for logistics and distribution services. Consequently, fluctuations in deferred revenue will occur year over year and will depend on specifically negotiated payment terms resulting from customer billing requests or concerns related to credit risk. To date, the changes in deferred revenue have been largely insignificant. As at December 31, 2021 there was \$1,817 (2020 – \$1,041) recorded in accounts payable and accrued liabilities (note 10). Revenue recognized in 2021 of \$914 (2020 – \$836) was included in the opening deferred revenue balance at the beginning of the period.

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17. Income taxes

a) **Amounts recognized in profit or loss**

	December 31, 2021	December 31, 2020
Current income tax expense:		
Current taxes on income for the reporting period	\$ 21,117	\$ 14,439
Current taxes referring to previous periods and other adjustments	264	698
	21,381	15,137
Deferred income tax recovery:		
Recognition of tax benefits related to loss for the period	(850)	(1,063)
Origination and reversal of temporary differences	3,302	(409)
Impact of change in tax rates of subsidiaries	6	(12)
Previously unrecognized deferred tax assets	-	(4,066)
Deferred taxes referring to previous periods and other adjustments	(153)	(721)
Deductible (taxable) temporary differences not recognized	(5,200)	-
	(2,895)	(6,271)
Income tax expense reported to the statements of income and comprehensive income	\$ 18,486	\$ 8,866

Total cash outflow for actual taxes paid for the year ended December 31, 2021 was \$16,583 (2020 -\$22,927).

b) **Amounts recognized directly in equity**

	December 31, 2021	December 31, 2020
Transaction costs, before tax	\$ 4,469	\$ -
Tax	(1,184)	-
Transaction costs, net of tax	\$ 3,285	\$ -

c) **Reconciliation of effective tax rate**

	December 31, 2021	December 31, 2020
Income before income taxes	\$ 108,440	\$ 46,580
Consolidated Canadian federal and provincial income tax rate	26.5%	26.5%
Income tax expense based on statutory rate	28,737	12,344
(Decrease) increase in income taxes resulting from non-deductible (non-taxable) items or other adjustments	379	695
Gain on step acquisition of equity-accounted investee	(10,050)	-
Share of profit of equity-accounted investee reported	(654)	-
Impact of varying statutory tax rates of subsidiaries	(189)	(102)
Deductible temporary differences not recognized	152	-
Recognized tax losses	-	(4,066)
Taxes relating to previous periods and other adjustments	111	(5)
Total income tax expense	\$ 18,486	\$ 8,866

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17. Income taxes (continued)

d) **Deferred taxes**

	December 31, 2021	December 31, 2020
Deferred tax assets	\$ 7,832	\$ 6,139
Deferred tax liabilities	(50,430)	(1,978)
Net deferred tax (liability) asset	\$ (42,598)	\$ 4,161

e) **Movement in deferred tax balances**

	December 31, 2021	Recognized in equity	Recognized in income or loss	Acquired in business combina- tions (note 5)	Foreign currency adjustments	December 31, 2020
Plant and equipment	\$ (12,392)	\$ -	\$ 1,370	\$ (12,534)	\$ (176)	\$ (1,052)
Accounts payable and accrued liabilities	607	-	154	-	-	453
Intangibles	(40,986)	-	1,849	(40,984)	(766)	(1,085)
Benefit of losses carried forward	2,154	237	614	-	-	1,303
Leases	4,748	-	(358)	3,580	42	1,484
Transaction costs	3,271	947	(734)	-	-	3,058
Net deferred tax (liability) asset	\$ (42,598)	\$ 1,184	\$ 2,895	\$ (49,938)	\$ (900)	\$ 4,161

	December 31, 2020	Recognized in income or loss	Acquired in business combina- tions	December 31, 2019
Plant and equipment	\$ (1,052)	\$ (474)	\$ (59)	\$ (519)
Accounts payable and accrued liabilities	453	185	-	268
Intangibles	(1,085)	141	(1,935)	709
Benefit of losses carried forward	1,303	2,799	-	(1,496)
Leases	1,484	562	159	763
Finance costs	3,058	3,058	-	-
Net deferred tax asset (liability)	\$ 4,161	\$ 6,271	\$ (1,835)	\$ (275)

f) **Unrecognized deferred tax liabilities**

As at 31 December 2021, temporary differences of \$40,390 (2020 – \$nil) exist in connection with wholly-owned investments in subsidiaries; and the related potential deferred tax liability of \$5,352 (2020 – \$nil) has not been recognized. The Company controls the dividend policies of its subsidiaries and controls the timing of payment of such dividends. Accordingly, the Company controls the timing of reversal of the related taxable temporary differences; and management is satisfied that they will not reverse in the foreseeable future.

g) **Non-capital loss carryforwards**

The Company recognized deferred tax assets in connection with certain losses for the current period on the basis that it will have sufficient future taxable profit.

The Company has non-capital tax loss carryforwards of \$901, \$4,012, and \$3,209 which will expire in 2039, 2040, and 2041 respectively.

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17. Income taxes (continued)

h) **Uncertainty over income tax treatments**

The calculation of current and deferred income taxes requires management to make certain judgements regarding the tax rules in jurisdictions where the Company performs activities. The Company believes that its accruals for tax liabilities are adequate for all open tax years based on its assessment of many factors, including interpretations of tax law and prior experience.

18. Leases

The Company leases buildings and equipment in the operation of its Transportation and Logistics businesses. The Company is required to estimate the incremental borrowing rates used to discount lease liabilities if the interest rate implicit in the lease is not readily determined. The Company estimates its incremental borrowing rates for portfolios of leases with similar characteristics, such as similar risk profiles, same or similar types of security, and similar lease terms. Building lease terms range from 5 to 10 years. Facilities lease liabilities are calculated using the Company's incremental borrowing rate based on the specific lease commitments and term for each facility. The average incremental borrowing rate for facilities for the year ended December 31, 2021 is 3.71% (2020 – 2.99%). Equipment lease terms range from 1 to 5 years. Equipment lease liabilities are calculated using the operating segment's average incremental borrowing rate on an equipment lease portfolio basis for that period. The average incremental borrowing rate for equipment for the year ended December 31, 2021 is 3.13% for Specialized Transportation and 2.66% for Healthcare Logistics (2020 – 3.11% for Specialized Transportation; 2.70% for Healthcare Logistics).

Right-of-use assets – Facilities	As at and for the year ended December 31, 2021	As at and for the year ended December 31, 2020
Opening balance	\$ 71,484	\$ 56,285
Add: additions	26,144	28,724
Add: additions through business combinations	8,449	-
Less: derecognition	(1,347)	(185)
Less: depreciation	(15,527)	(13,340)
Foreign currency adjustments	140	-
Ending balance	\$ 89,343	\$ 71,484

Right-of-use assets – Logistics and transportation equipment	As at and for the year ended December 31, 2021	As at and for the year ended December 31, 2020
Opening balance	\$ 27,256	\$ 28,018
Add: additions	7,431	8,048
Add: additions through business combinations	9,349	588
Less: derecognition	-	(183)
Less: depreciation	(10,622)	(9,215)
Foreign currency adjustments	29	-
Ending balance	\$ 33,443	\$ 27,256

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18. Leases (continued)

Net carrying amounts of right-of-use assets included in property, plant and equipment	December 31, 2021	December 31, 2020
Facilities	\$ 89,343	\$ 71,484
Logistics and transportation equipment	33,443	27,256
Balance	\$ 122,786	\$ 98,740

Lease liabilities – Facilities	As at and for the year ended December 31, 2021	As at and for the year ended December 31, 2020
Opening balance	\$ 77,676	\$ 60,948
Add: additions	26,144	28,724
Add: additions through business combinations	8,475	-
Add: interest expense	3,700	2,813
Less: derecognition	-	(212)
Less: principal repayments	(13,756)	(11,784)
Less: interest payments	(3,700)	(2,813)
Foreign currency adjustments	142	-
Ending balance	\$ 98,681	\$ 77,676

Lease liabilities – Logistics and transportation equipment	As at and for the year ended December 31, 2021	As at and for the year ended December 31, 2020
Opening balance	\$ 27,270	\$ 27,765
Add: additions	7,431	8,048
Add: additions through business combinations	4,918	599
Add: interest expense	1,138	1,117
Less: derecognition	-	(190)
Less: principal repayments	(11,353)	(8,952)
Less: interest payments	(1,138)	(1,117)
Foreign currency adjustments	16	-
Ending balance	28,282	\$ 27,270

Cash lease principal payments	Year ended December 31, 2021	Year ended December 31, 2020
Repayments of lease principal	\$ (25,109)	\$ (20,736)
Total lease payments	\$ (25,109)	\$ (20,736)

Lease liabilities	December 31, 2021	December 31, 2020
Facilities	\$ (98,681)	\$ (77,676)
Logistics and transportation equipment	(28,282)	(27,270)
Balance	\$ (126,963)	\$ (104,946)

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18. Leases (continued)

Lease liabilities included in consolidated balance sheets	December 31, 2021	December 31, 2020
Current	\$ (26,446)	\$ (21,197)
Non-current	(100,517)	(83,749)
Balance	\$ (126,963)	\$ (104,946)

Maturity analysis for lease liabilities – contractual undiscounted cash flows	December 31, 2021	December 31, 2020
Less than one year	\$ 30,839	\$ 24,720
One to 5 years	86,694	71,506
More than 5 years	23,360	21,678
Total undiscounted lease liabilities	\$ 140,893	\$ 117,904

Amounts recognized in the consolidated statements of income and comprehensive income in connection with interest expense for lease liabilities for the year ended December 31, 2021 was \$4,838 (2020 – \$3,930). Total cash outflow for leases for the year ended December 31, 2021 was \$25,109 (2020 – \$24,666).

Net investment lease	As at and for year ended December 31, 2021
Opening balance	\$ -
Add: additions	1,489
Add: interest received	29
Less: payments received	(705)
Less: interest income	(29)
Ending balance	\$ 784

During the year ended December 31, 2021, the Company sub-leased a facility to a third party that had previously been classified as a right-of-use asset. The Company derecognized net book value of \$1,347 from right-of-use assets and established a net investment lease of \$1,489 resulting in a net gain of \$142 included in other income in connection with this facility. The current portion of \$723 in connection with this net investment lease is included in trade and other receivables. The long-term portion of \$61 is recorded in long-term deposits and other. The Company recognized \$29 of interest income for year ended December 31, 2021.

The table below sets out the current and long-term portions of the net investment lease:

Maturity analysis for net investment lease receivable – contractual undiscounted cash flows	December 31, 2021	December 31, 2020
Less than one year	\$ 734	\$ -
One to 5 years	61	-
More than 5 years	-	-
Total undiscounted net investment lease receivable	\$ 795	\$ -

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19. Interest expense

Interest expense recognized in income and comprehensive income	December 31, 2021	December 31, 2020
Leases	\$ 4,838	\$ 3,930
Credit facilities	1,381	665
Total interest expense	\$ 6,219	\$ 4,595

Interest expense recognized in the consolidated statements of income and comprehensive income equates to total interest paid for the periods ended December 31, 2021 and 2020.

20. Commitments and contingencies

- a) The Company is, from time to time, involved in claims, legal proceedings and complaints arising in the normal course of business and provisions for such claims have been recorded where appropriate. The Company does not believe the final determination of these claims will have an adverse material effect on its consolidated financial statements.
- b) As at December 31, 2021, the Company had outstanding letters of guarantee in the amount of \$365 (2020 – \$180).
- c) The Company has made commitments to lease fleet equipment, with the terms to begin upon delivery of the equipment in 2022. Commitments range from 72 to 84 months and total \$8,512 (2020 – \$9,211).
- d) The Company has made commitments to purchase fleet equipment totalling \$7,820 (2020 – \$nil)

21. Related parties

During the year, the Company entered into transactions with related parties that were incurred in the normal course of business. The Company's policy is to conduct all transactions and settle all balances with related parties on market terms and conditions. All outstanding balances with these related parties are to be settled in cash within two months of the reporting date. None of the balances are secured. No expense has been recognized in the current period or prior period for bad or doubtful debts in respect of amounts owed by related parties.

The Company is indirectly controlled by Michael Andlauer, the Chief Executive Officer and CODM. Included in these consolidated financial statements are the following transactions and balances with companies related either directly or indirectly to Mr. Andlauer.

The Company recovers certain facilities lease costs from Andlauer Management Group Inc. ("AMG"). The Company also provides certain shared services (primarily accounting services) to AMG.

Effective October 1, 2020, the Company acquired all of the issued and outstanding shares of TDS Logistics Ltd. and McAllister Courier Inc. from AMG. Accordingly, revenue and expense transactions in connection with TDS and MCI for the nine-month period ending September 30, 2020 comprise related party transactions.

Andlauer Properties and Leasing Inc. ("APLI") is a subsidiary of AMG and leases certain facilities and logistics and transportation equipment to the Company. The Company also leases facilities and logistics and transportation equipment from arm's length providers. The Company provides certain shared services (primarily accounting services) to APLI.

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21. Related parties (continued)

9143-5271 (“9143”) Quebec Inc. is a subsidiary of AMG and leases a facility in Quebec to the Company. The Company provides certain shared services (primarily accounting services) to 9143.

Ready Staffing Solutions Inc., a company owned by Mr. Andlauer’s spouse, provides the Company with temporary agency employee services – providing hourly dock labour for handling operations, principally in the GTA. The Company also purchases temporary agency employee services from arm’s length providers.

1708998 Ontario Limited (Medical Courier Services) (“MCS”) is a subsidiary owned 80% by AMG and provides transportation services to the Company, providing extended reach for shipments where the Company does not have facilities or equipment. The Company also provides certain shared services (primarily accounting services) to MCS.

McAllister Courier Inc. is a subsidiary of AMG (until October 1, 2020, at which time MCI became a wholly-owned subsidiary of the Company – see disclosure under AMG above) and provides transportation services to the Company, providing extended reach for shipments where the Company does not have facilities or equipment.

TDS Logistics Ltd. is a subsidiary of AMG (until October 1, 2020, at which time TDS became a wholly-owned subsidiary of the Company – see disclosure under AMG above) and provides transportation services to the Company, providing additional capacity where the Company can sub-contract deliveries to take advantage of coincidences of delivery. Similarly, the Company provides transportation services to TDS. The Company also provides certain shared services (primarily accounting services) to TDS and recovers certain lease costs from TDS.

Med Express is a subsidiary owned 50% by AMG and provides transportation services to the Company, providing extended reach for shipments where the Company does not have facilities or equipment.

AWA Transportation & Logistics Inc. is a subsidiary of AMG and provides transportation services to AHG, providing extended reach for shipments where the Company does not have facilities or equipment.

D.C. Racking & Maintenance Inc. (“DCR”) and Logiserv Inc. (“Logiserv”) are owned by Cameron Joyce, a member of AHG’s board of directors. DCR provides warehouse racking installation and maintenance and repair services to the Company. Logiserv provides warehouse racking and racking components as well as warehouse racking installation, maintenance and repair services. The Company also purchases warehouse racking installation, maintenance and repairs, and warehouse racking and racking components from arm’s length providers.

C-GHBS Inc. is a subsidiary of AMG and provides air travel services to the Company.

Bulldog Hockey Inc. is a subsidiary of AMG and provides sports and entertainment services to the Company.

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21. Related parties (continued)

AHG acquired a 49% interest in Skelton USA on March 1, 2021 (note 5) which wholly owns Skelton Truck Lines, Inc. ("SKINC"). SKINC provides specialized 2-8°C transportation services to Skelton Canada Inc. in the United States, and Skelton Canada Inc. provides specialized 2-8°C transportation services to SKINC in Canada. On November 1, 2021, AHG acquired the remaining 51% of Skelton USA. Accordingly, transactions with SKINC have been included in related party transactions in the tables below for the period from March 1, 2021 to October 31, 2021.

	December 31, 2021	December 31, 2020
Revenue		
Transportation services		
TDS Logistics Ltd.	-	534
1708998 Ontario Limited (Medical Courier Services)	360	27
Skelton Truck Lines, Inc.	1,180	-
Facility rent recovery		
TDS Logistics Ltd.	-	492
Shared service recovery		
TDS Logistics Ltd.	-	189
Andlauer Properties and Leasing Inc.	19	35
Andlauer Management Group Inc.	66	12
9143-5271 Quebec Inc.	31	32
1708998 Ontario Limited (Medical Courier Services)	14	12
Equipment rental recovery		
TDS Logistics Ltd.	-	273
McAllister Courier Inc.	-	21
Expenses		
Transportation services		
McAllister Courier Inc.	-	682
1708998 Ontario Limited (Medical Courier Services)	188	167
TDS Logistics Ltd.	-	469
AWA Transportation & Logistics Inc.	-	813
Med Express Ltd.	12	25
Skelton Truck Lines, Inc.	319	-
Contract labour services		
Ready Staffing Solutions Inc.	4,918	4,166
Equipment rent		
Andlauer Properties and Leasing Inc.	2,261	1,875
Facility rent		
Andlauer Properties and Leasing Inc.	1,771	1,447
9143-5271 Quebec Inc.	1,532	1,468
Maintenance services		
D.C. Racking and Maintenance Inc. and Logiserv Inc.	29	64
Travel services		
C-GHBS Inc.	67	174
Capital Expenditures		
Purchases of logistics and transportation equipment		
Logiserv Inc.	20	-

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21. Related parties (continued)

	December 31, 2021	December 31, 2020
Trade receivables due from related parties		
AWA Transportation Services & Logistics Inc.	\$ -	\$ 1
Andlauer Properties and Leasing Inc.	74	20
Med Express Ltd.	2	-
1708998 Ontario Limited (Medical Courier Services)	32	3
Total trade receivables	108	24
Due from related parties		
Andlauer Management Group Inc.	16	10
Andlauer Properties and Leasing Inc.	-	371
Former T.F. Boyle Transportation shareholders	92	-
	108	381
Total due from related parties	\$ 216	\$ 405
Trade payables due to related parties		
Ready Staffing Solutions Inc.	\$ 343	\$ 23
Andlauer Properties and Leasing Inc.	302	18
Andlauer Management Group Inc.	-	24
Logiserv Inc.	7	21
	652	86
Due to related parties		
Andlauer Properties and Leasing Inc.	254	-
Former Skelton Canada Inc. shareholders	1,032	-
	1,286	-
Total due to related parties	\$ 1,938	\$ 86

Key management personnel

The Company's key management personnel, and persons connected with them, are also considered to be related parties for disclosure purposes. Key management personnel are defined as those individuals having authority and responsibility for planning, directing and controlling the activities of the Company and include the Company's CEO, four named executive officers comprising key management and the Board of Directors.

Key management personnel compensation comprised the following:

	December 31, 2021	December 31, 2020
Key management compensation		
Salaries and benefits	\$ 3,310	\$ 3,223
Share-based payment arrangements	1,232	1,366
Director deferred share units	629	707
Total key management compensation	\$ 5,171	\$ 5,296

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22. Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital, as well as the level of dividends and distributions to ordinary shareholders.

The Board of Directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowing and the advantages and security afforded by a sound capital position. The Company monitors capital using a net leverage ratio, calculated as net debt divided by the last twelve months' earnings before interest, taxes, depreciation and amortization ("EBITDA"). The Company seeks to keep its net leverage ratio below 3.0 in the ordinary course of business.

	December 31, 2021	December 31, 2020
Revolving credit facility	\$ 11,000	\$ -
Total lease liabilities	126,963	104,946
Term facility	49,288	24,667
Less: cash and cash equivalents	(24,990)	(30,148)
Net debt	162,261	99,465
Net income	89,954	37,714
Interest income	(198)	(285)
Interest expense	6,219	4,595
Income tax expense	18,486	8,866
Depreciation and amortization	42,716	28,022
EBITDA	157,177	78,912
Net leverage ratio	1.03	1.26

23. COVID-19 pandemic

On March 11, 2020 the outbreak of a novel coronavirus known as "COVID-19" was declared a global pandemic by the World Health Organization. This has resulted in governments worldwide, including the Canadian federal and provincial governments, enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel restrictions, self-imposed quarantine periods, temporary closures or restrictions of non-essential businesses, limitations on public gatherings, and social distancing guidelines, have caused material disruption to businesses globally and in Canada resulting in an economic slowdown. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions; however, the success of these interventions is not currently determinable.

Depending on the duration of the pandemic, or if the pandemic were to worsen, existing emergency measures may be extended, or additional restrictive measures may be implemented, causing further economic impact and uncertainty. The current challenging economic climate may lead to adverse changes in cash flows, working capital levels and/or debt balances, which may also have a direct impact on the Company's operating results and financial position in the future.

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23. COVID-19 pandemic (continued)

The Company's pandemic management response team meets regularly to review procedures, service levels, news, and Health Canada updates to address any challenges as they arise. At this time, management does not believe there is any immediate risk of significant disruption to the Company's services. In the event of a future significant disruption to service, the Company will work closely with clients, suppliers and regulatory authorities to prioritize the supply and delivery of essential medications and supplies.

The Government of Canada introduced the Canada Emergency Wage Subsidy ("CEWS") as part of its COVID-19 response. The program was effective from March, 2020 to October, 2021 and provided a wage subsidy for entities that experienced revenue declines over the comparable period in the prior year. During the year ended December 31, 2021, the Company recorded a \$1,209 (2020 – \$2,366) reduction to direct operating expenses in connection with the CEWS for its Nova Pack Ltd. subsidiary.

24. Subsequent event

On March 1, 2022, the Company acquired 100% of the issued and outstanding shares of Logistics Support Unit (LSU) Inc. ("LSU") for consideration of approximately \$30,000, before customary working capital adjustments. LSU is a third-party logistics provider offering specialty pharmacy, warehousing, distribution and order management services throughout Canada to national and international companies as well as government clients in the pharmaceutical, medical and biotechnology sectors.

AHG financed the acquisition through the issuance of 154,639 subordinate voting shares and cash of approximately \$22.5 million. The Company financed the cash portion of the purchase price through a combination of cash on hand and by drawing on its credit facilities.